ASK LLP Joseph L. Steinfeld, Jr. Kara E. Casteel 2600 Eagan Woods Drive, Suite 400 Saint Paul, MN 55121

Telephone: (651) 406-9665 Email: kcasteel@askllp.com

Edward E. Neiger Marianna Udem 60 East 42nd Street New York, NY 10065 Telephone: (212) 267-7342 Email: eneiger@askllp.com

Counsel for Sears Holdings Corporation and its debtor affiliates, as debtors and debtors in possession

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

Chapter 11

SEARS HOLDINGS CORPORATION, et al.,

Debtors. (Jointly Administered)

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

NOTICE OF FIRST INTERIM REPORT OF ASK LLP FOR ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES AS COUNSEL TO THE LITIGATION DESIGNEES FOR THE PERIOD OF SEPTEMBER 22, 2020 THROUGH FEBRUARY 28, 2021

NOTICE IS HEREBY GIVEN that ASK LLP ("ASK"), counsel to the Litigation Designees, which designees were identified pursuant to the Confirmation Order for Sears Holdings Corporation and its affiliated debtors and debtors in possession (collectively, the "Debtors") has filed its First Interim Report for Allowance of Contingent Fees and Reimbursement of Expenses for the Period From September 22, 2020 through February 28, 2021, seeking allowance and payment of ASK's contingent fees in the amount of \$166,529.20 and actual and necessary expenses in the amount of \$7,995.86 (the "First Interim Report").

NOTICE IS FURTHER GIVEN by overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji (email: mmeghji@miiipartners.com); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Sixth Avenue, New York, NY 10153, Attention: Ray C. Schrock (email: ray.schrock@weil.com), Jacqueline Marcus (email: jacqueline.marcus@weil.com), Garrett Fail (email: garrett.fail@weil.com), A. and Sunny Singh (email: sunny.singh@weil.com); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg (e-mail: paul.schwartzberg@usdoj.gov) and Richard Morrissey (e-mail: richard.morrissey@usdoj.gov); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake (email: paul.leake@skadden.com), Shana A. Elberg (email: shana.elberg@skadden.com) and George R. Howard (email: george.howard@skadden.com); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 (e-mail: harnerp@ballardspahr.com); and (vi) counsel to the

fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott (e-mail: marriott@ballardspahr.com) and Tobey M. Daluz (e-mail: daluzt@ballardspahr.com) (collectively, the "Notice Parties").

NOTICE IS FURTHER GIVEN that Objections to this First Interim Report if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than July 14, 2021 (the "Objection Deadline"), setting forth the nature of the objection and the amount of fees or expenses at issue (an "Objection"). In the event timely objections are filed, a hearing on the First Interim Report and the objection(s) thereto will be scheduled and further notice of the date and time of such hearing will be provided.

PLEASE TAKE FURTHER NOTICE that, in the absence of any timely objections to the First Interim Report, ASK shall file a certificate of no objection with the Bankruptcy Court, after which the fees and expenses requested in the First Interim Report may be allowed by the Bankruptcy Court on an interim basis.

Dated: June 30, 2021 ASK LLP

/s/ Kara E. Casteel
Kara E. Casteel
Joseph L. Steinfeld, Jr.
2600 Eagan Woods Drive, Suite 400
Saint Paul, MN 55121
Telephone: (651) 406-9665
Email: kcasteel@askllp.com

-and-

Edward E. Neiger Marianna Udem 60 East 42nd Street New York, NY 10065 Telephone: (212) 267-7342 Email: eneiger@askllp.com

Counsel for Sears Holdings Corporation, and its debtor affiliates, debtors and debtors in possession

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UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In re:

SEARS HOLDINGS CORPORATION, et al.,

Debtors.² (Jointly Administered)

² The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

FIRST INTERIM REPORT OF ASK LLP AS SPECIAL AVOIDANCE COUNSEL FOR THE DEBTORS FOR THE PERIOD SEPTEMBER 22, 2020 THROUGH FEBRUARY 28, 2021

Name of Applicant: ASK LLP

Authorized to Provide Professional Services to: Litigation Designees³

Date of Retention: June 26, 2019 nunc pro tunc to April 1,

2019 as to retention as special avoidance action counsel to the Debtors; September 22, 2020 as to retention as counsel to the Litigation Designees for the Jointly

Asserted Causes of Action⁴

Period for which compensation and reimbursement is

sought:

September 22, 2020 to February 28,

2021

Amount of compensation sought as actual, reasonable and

necessary:

\$166,529.20

Amount of expense reimbursement as actual, reasonable,

and necessary:

\$7,995.86

³ Pursuant to the Order (I) Confirming Modified Second Amended Joint Chapter 11 Plan of Sears Holdings Corporation and Its Affiliated Debtors and (II) Granting Related Relief (the "Confirmation Order") [D.I. 529], the Litigation Designees shall comprise (a) Patrick J. Bartels, (b) Eugene I. Davis, and (c) Raphael T. Wallander, as the Creditors' Committee's designees, and (x) Alan J. Carr and (y) William L. Transier, as the Debtors' designees, which designees shall become the initial members of the Liquidating Trust Board upon the Effective Date pursuant to Section 10.6(a) of the Plan.

⁴ The Confirmation Order, among other things, granted the Creditors' Committee joint standing with the Debtors to prosecute the Jointly Asserted Causes of Action, subject to the oversight of the Litigation Designees, which designees shall become the initial members of the Liquidating Trust Board upon the effective date of the Plan. The Jointly Asserted Causes of Action are those actions defined in paragraph 17 of the Confirmation Order.

FEES FOR SERVICES RENDERED DURING THE COMPENSATION PERIOD

Exhibit A sets forth a timekeeper summary that includes the respective names, positions, hourly billing rates and aggregate hours spent by each ASK professional and paraprofessional who provided services to the Litigation Designees during the Compensation Period. The rates charged by ASK for services rendered to the Litigation Designees are the same rates that ASK charges generally for professional services rendered to all hourly bankruptcy clients.

Exhibit B sets forth a complete itemization of tasks performed by ASK professionals and paraprofessionals who provided services to the Litigation Designees during the Compensation Period.

EXPENSES INCURRED DURING THE COMPENSATION PERIOD

Exhibit C sets forth a complete itemization of disbursements incurred by ASK in connection with services rendered to the Litigation Designees during the Compensation Period.

Dated: June 30, 2021 ASK LLP

/s/ Kara E. Casteel
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Email: kcasteel@askllp.com

-and-

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Fax: (212) 918-3427

Counsel for Sears Holdings Corporation, and its debtor affiliates, debtors and debtors in possession

Exhibit A

Timekeeper Summary

Name of Professional	Position	Hourly Billing Rate	Total Hours Billed	Total Compensation
Steinfeld, Joseph	Partner	\$800.00	17.69	\$14,146.60
Casteel, Kara	Partner	\$675.00	143.40	\$96,795.00
Reding, Richard	Partner	\$675.00	39.40	\$26,595.00
Manfredonia, Victoria	Associate	\$500.00	23.00	\$11,500.00
Manfredonia, Victoria	Law Clerk/Admission Pending	\$300.00	8.50	\$2,550.00
Miskowiec, Laurie	Paralegal	\$300.00	6.75	\$2,025.00
Thibodeau, Andrew	Data Analyst	\$375.00	1.50	\$562.60
Hepola, Jennifer	Paralegal	\$300.00	34.08	\$10,225.00
Esslinger, Jean	Paralegal	\$300.00	7.10	\$2,130.00

Exhibit B

Itemized Fees

Professional Services

			Hrs/Rate	Amount
9/22/2020	KC	Draft Letter Draft engagement letter	1.50 675.0/hr	1,012.5
9/24/2020	JS	Conference Telephone conference with Zensky, Dean Chapman of Akin, Kara Casteel and Jay Reding of ASK to go over spreadsheets and information need to begin work on complaint.	0.75 800.0/hr	600.0
	JS	Preparation Review and edit Retention Letter. Telephone conference with Kara Casteel re changes to draft.	0.75 800.0/hr	600.0
	RJR	Analysis Prepare for and attend call regarding shareholder suits; review existing Lampert complaint and follow up on status of pending motions to dismiss in Lampert actions	1.40 675.0/hr	945.0
	KC	Correspondence Phone call with Akin to go over initial issues, coordination, receiving documents, follow up email to Akin with questions, internal emails to begin discussing logistics for filing	1.00 675.0/hr	675.0
9/25/2020	JS	Conference Staffing conference for case.	0.25 800.0/hr	200.0
	KC	Team Meeting Internal phone conf. for logistics moving forward with complaint, corp search, etc.; EM Akin for status on dropbox	0.40 675.0/hr	270.0

		Hrs/Rate	Amount
9/29/2020 RJR	Review Investigate issues surrounding predicate creditor pleading; review and analysis of research provided by Akin regarding the same	1.60 675.0/hr	1,080.0
RJR	Preparation Review and analysis of defendant data provided by client	0.30 675.0/hr	202.5
9/30/2020 KC	File Review review sharefiles for address info, review the type of information provided	1.50 675.0/hr	1,012.5
10/1/2020 KC	File Review continue to review sharefiles for address info and type/amount of information provided for shareholders	2.00 675.0/hr	1,350.0
10/5/2020 KC	File Review continue review of sharefiles for address info and type/amount of information provided	1.50 675.0/hr	1,012.5
KC	Phone client emails and phone calls with Akin to confirm size of defendant list based on damage amount asserted	0.50 675.0/hr	337.5
10/6/2020 RJR	Draft Pleading Review first amended complaint in Lampert fraudulent transfer action and identify sections to be removed for shareholder litigation complaint; begin creation of shareholder litigation complaint	4.20 675.0/hr	2,835.0
KC	Hearing Listen line for subpoena objection hearing	0.30 675.0/hr	202.5
KC	Draft Start review/edits for declaration of disinterestedness	0.60 675.0/hr	405.0
KC	Draft compile names for conflict search from UCC categories listed	0.40 675.0/hr	270.0
10/7/2020 RJR	Draft Pleading Continue revisions to proposed shareholder suit complaint; review Tribune complaint regarding naming of defendants under seal	2.30 675.0/hr	1,552.5
10/8/2020 JS	Document Review Review and edit Declaration of Disinterestedness	0.75 800.0/hr	600.0
RJR	Draft Pleading Revise language regarding badges of fraud in counts of proposed shareholder complaint; analysis of badges of fraud analysis under relevant fraudulent transfer statutes.	0.70 675.0/hr	472.5
KC	Draft Finish compiling names for conflict search	0.30 675.0/hr	202.5
КС	Draft Finish draft of declaration of disinterestedness	1.20 675.0/hr	810.0

		Hrs/Rate	Amount
10/9/2020 LNP	Review Conflicts	1.00 300.0/hr	300.0
KC	Correspondence f/u email to Akin on address questions	0.10 675.0/hr	67.5
KC	Correspondence email to Moritt for address info for subpoenas, question on entities	0.20 675.0/hr	135.0
10/10/2020 KC	Draft receive comments back from Akin, small additional edits	0.20 675.0/hr	135.0
КС	Draft Finalize dec, send to Akin with comments	0.30 675.0/hr	202.5
KC	File Review Advise re:Review MHH email with any address info for funds, update public defendants chart with Vanguard info for multiple funds under Vanguard family	0.40 675.0/hr	270.0
KC	File Review Start review of amended complaint for main shareholder action	0.50 675.0/hr	337.5
KC	Draft Start review & edit draft of complaint	0.20 675.0/hr	135.0
10/11/2020 KC	Correspondence Follow up email with MHH about Vanguard numbers in public shareholder chart	0.20 675.0/hr	135.0
КС	Draft Continue review of main shareholder amended complaint and finalizing edits to our proposed draft complaint	3.00 675.0/hr	2,025.0
KC	File Review Continue pulling address info for corp searches, internal emails concerning corp searches and filing	0.30 675.0/hr	202.5
10/12/2020 JS	Document Review Reviewed draft Shareholder Complaint. Made substantive changes. Zoom meeting with Kara Casteel and Richard Reding to go over changes and comments.	1.67 800.0/hr	1,333.3
JS	Correspondence Review final change to my Declaration of Disinterestedness. Email to Sara Brauner of Akin confirming ok to send to UST and client.	0.50 800.0/hr	400.0
JH	Miscellaneous Corporate searches	5.67 300.0/hr	1,700.0
AT	Analysis Address Import & Exhibit Discussion	0.25 375.0/hr	93.8

		Hrs/Rate	Amount
10/12/2020 LNP	Factual Research Research on information for possible defendants on SEC website.	0.50 300.0/hr	150.0
КС	Correspondence Emails with Akin to finalize declaration	0.50 675.0/hr	337.5
KC	Legal Research defendant entity search, entry of addresses into defendant matrix, follow up research	0.50 675.0/hr	337.5
10/13/2020 JH	Miscellaneous Corporate Searches	2.00 300.0/hr	600.0
KC	Draft continue review of defendant entity search results, conduct additional searches for proper entity identification and legal status, update defendant matrix with families and addresses	4.00 675.0/hr	2,700.0
KC	Draft draft Exhibit A	0.50 675.0/hr	337.5
KC	Legal Research entity search review continues, questions to Melodie and Sheila, review share files concerning Vanguard entity issue, review Vanguard and D.E. Shaw info for discrepancies in numbers	3.00 675.0/hr	2,025.0
KC	Draft review complaint edits with Akin, implement edits and finalize	0.50 675.0/hr	337.5
10/14/2020 JS	Conference Email, text and phone calls with Kara Casteel regarding problems with Defendant addresses and ability to file complaint by midnight on Oct. 14. Telephone conference with Dean Chapman of Akin advising him of issues. Review 8th Cir. opinion on SOL in Raynor.	1.00 800.0/hr	800.0
KC	Correspondence Internal emails and phone calls re: defendant addresses and final list, ECF errors and issues	0.50 675.0/hr	337.5
KC	Legal Research Receive list of multiple new defendants to add from Akin. Begin and complete corporate searches for new entities, add into defendant with addresses and legal entity status matrix, consolidate with existing defendant families if necessary	6.00 675.0/hr	4,050.0
KC	Correspondence Emails and phone calls with filing service re: defendant matrix entry with addresses, transmittal of final filing documents, ECF filing error screen, ECF issues	1.50 675.0/hr	1,012.5
KC	Correspondence Emails with Akin and Morritt on missing new defendant names, addresses, family consolidation, naming issues, confirming share amounts, threshold defendant issues, and filing issues, work on	2.50 675.0/hr	1,687.5

		Hrs/Rate	Amount
	complaint and defendant matrix after discussion		
10/14/2020 KC	Draft Finalizing Exhibit A, redacting of Exhibit A, finalizing of complaint with new defendant information	1.50 675.0/hr	1,012.5
10/15/2020 AT	Analysis Address Discussion	0.25 375.0/hr	93.8
AT	Analysis Defendant Address Importing	1.00 375.0/hr	375.0
JS	Correspondence Email correspondence to and from Dean Chapman of Akin on whether e should footnote complaint as to problems with SDNY filing system accepting complaint on Oct. 14.	0.25 800.0/hr	200.0
JS	Correspondence Several emails to Kara Casteel and Gene Mathews of Reliable about getting the complaint filed asap. reviewed final version. Agreed that defendant addresses can be added after filing.	0.75 800.0/hr	600.0
KC	Draft Update defendant info/searches, update complaint with additional information on certain defendants, update Exhibit A with additional information on certain defendants	3.00 675.0/hr	2,025.0
KC	Phone client Calls and emails with filing service on attempts to file complaint with reduced number of defendants	0.70 675.0/hr	472.5
KC	Phone client Calls into court re: ECF filing issues day prior, discussion with clerk on adding additional defendants	0.40 675.0/hr	270.0
KC	Correspondence Emails with Akin re: additional defendant info, filing status	0.40 675.0/hr	270.0
10/19/2020 KC	Correspondence Draft and send email to fee examiner with inquiry on submission of time post-confirmation retention	0.50 675.0/hr	337.5
10/20/2020 JH	Miscellaneous Entering corporate information into SOAR	6.50 300.0/hr	1,950.0
10/21/2020 KC	File Review Work with staff on missing addresses, foreign addresses, service including foreign, cover letter for service	0.50 675.0/hr	337.5
KC	Correspondence Emails with Akin and Morritt on missing addresses	0.30 675.0/hr	202.5
JE	Miscellaneous entered corp search data into SOAR	2.50 300.0/hr	750.0

		Hrs/Rate	Amount
10/21/2020 JH	Miscellaneous Entering corporate searches into SOAR and prepping documents for service.	6.33 300.0/hr	1,900.0
KC	Phone client Phone call with Akin on meetings with client and status of service, motion to consolidate, etc.	0.30 675.0/hr	202.5
10/22/2020 JH	Miscellaneous Prepping documents for service.	6.50 300.0/hr	1,950.0
10/23/2020 KC	Correspondence Email with Akin re: status of service, complaint, next steps	0.20 675.0/hr	135.0
JH	Miscellaneous Mailing service documents and filing Certificate of Service with the Court.	2.00 300.0/hr	600.0
10/27/2020 KC	Correspondence Initial correspondence-response with Prescott defendant group	0.10 675.0/hr	67.5
10/30/2020 KC	Correspondence Follow up with Morritt on inquiries to subpoena recipients on missing information	0.10 675.0/hr	67.5
11/2/2020 KC	File Review Review interim fee order and fee examiner order for fee submission and payment process	0.60 675.0/hr	405.0
11/3/2020 KC	Correspondence Follow up emails with fee examiner office	0.10 675.0/hr	67.5
11/5/2020 KC	Correspondence Responded to initial contact request for extension from counsel for Employee Retirement System of Texas, prepared and provided them with redacted Exhibit A as to their client	0.30 675.0/hr	202.5
11/9/2020 JS	Correspondence Emails from and to Kara and Telephone call to client concerning call with David Zensky and Dan Chapman and how to handle various defendants requesting extension of time, Correspondence with Sabin Willet of Morgan Lewis who rep some defendants about scheduling responses until after court rules on MTD. Review multiple emails on status of case.	0.67 800.0/hr	533.3
KC	Correspondence Call & several emails for counsel for GSO & Goldmans defendants re: response date and unredacted Ex A	0.40 675.0/hr	270.0
KC	Draft Create partial unredacted Exhibit As to distribute to counsel for multiple cases	0.60 675.0/hr	405.0

		Hrs/Rate	Amount
11/9/2020 KC	Correspondence Emails with Akin re: status of contacts and timing issues	0.30 675.0/hr	202.5
KC	Phone Opp Atty Called back counsel for Fine Capital Partners and has discussion and sent f/u email	0.40 675.0/hr	270.0
KC	Phone Opp Atty Phone call with Morgan Lewis and Akin re: group of defendants, timing issues	0.40 675.0/hr	270.0
KC	Update Chart Update defendant chart with contact information and statuses	0.30 675.0/hr	202.5
11/10/2020 JE	Advise entered def counsel into SOAR	0.40 300.0/hr	120.0
KC	Phone Opp Atty Phone call with counsel for GSO & Goldmans con'td discussion on timing	0.20 675.0/hr	135.0
11/11/2020 KC	Phone Opp Atty Phone call/emails with counsel for Prescott entities	0.50 675.0/hr	337.5
KC	Phone Opp Atty Phone call/emails with counsel for Hap Trading and Renaissance entities	0.50 675.0/hr	337.5
KC	Phone Opp Atty Phone call/email with GC for Horizon entities	0.40 675.0/hr	270.0
KC	Draft Create partially unredacted Exhibit As for Prescott, Hap Trading, Renaissance, and Horizon entities	0.70 675.0/hr	472.5
KC	Correspondence Emails with Akin re certain legal issues	0.30 675.0/hr	202.5
KC	Correspondence Emails to Morgan Lewis f/u	0.20 675.0/hr	135.0
11/12/2020 KC	Phone Opp Atty Phone call and follow-up email with Tisch representative	0.20 675.0/hr	135.0
KC	Phone Opp Atty Phone call and follow-up emails with Morgan Lewis on multiple defendants	0.60 675.0/hr	405.0
KC	Correspondence Emails with general counsel for MUFG and review of certain documents related thereto	0.40 675.0/hr	270.0

			Hrs/Rate	Amount
11/12/2020	KC	Update Chart Updating internal records on status of extensions and initial contact notes for multiple defendants	1.00 675.0/hr	675.0
	KC	Draft Partial redaction Exhibit As for multiple defendant groups represented by Morgan Lewis, AQR, HBOS, and MUFG to provide to counsel	2.20 675.0/hr	1,485.0
	KC	Phone Opp Atty Phone call and follow-up email with AQR counsel	0.30 675.0/hr	202.5
	KC	Phone Opp Atty Phone call and follow-up email with HBOS counsel	0.30 675.0/hr	202.5
11/13/2020	KC	Phone Opp Atty Emails and phone call with Maverick counsel and review of certain subpoena documents related thereto	0.70 675.0/hr	472.5
	KC	Correspondence Emails with Lockheed & Mason counsel	0.20 675.0/hr	135.0
	KC	Draft Partial redaction of Exhibit As for multiple defendants to provide to counsel	0.50 675.0/hr	337.5
	RJR	Analysis Discussion and investigation into potential Section 546(e) safe harbor issues	0.70 675.0/hr	472.5
	KC	Update Chart Updating internal records on status of extensions and initial contact notes for multiple defendants	0.50 675.0/hr	337.5
	KC	Phone client Phone call with Akin concerning litigation procedural issues and f/u emails	0.70 675.0/hr	472.5
11/16/2020	KC	Update Chart Updating internal records on status of extensions and initial contact notes for multiple defendants	0.30 675.0/hr	202.5
	KC	Phone Opp Atty Phone call with Norges Bank representative	0.40 675.0/hr	270.0
	KC	Correspondence Further emails with Morgan Lewis on additional defendants	0.20 675.0/hr	135.0
	KC	Draft Pleading draft sample extension stipulation and order	0.30 675.0/hr	202.5
	JE	Advise entered def counsel into SOAR	1.00 300.0/hr	300.0

		Hrs/Rate	Amount
11/16/2020 KC	Correspondence Initial email contact with Barclays counsel	0.20 675.0/hr	135.0
KC	Draft partial redaction Exhibit A for Barclays, Tobam, and Karlin	0.50 675.0/hr	337.5
KC	Draft Pleading draft Blackstone and Goldman Sachs stipulations	0.30 675.0/hr	202.5
11/17/2020 JH	Miscellaneous Entering returned certified cards into SOAR and handling return mail.	1.25 300.0/hr	375.0
KC	Correspondence emails with Morgan Lewis	0.30 675.0/hr	202.5
11/18/2020 KC	Phone Opp Atty phone call with Bank of Bermuda counsel; f/u email	0.40 675.0/hr	270.0
KC	Correspondence email with counsel extension granted for Timonthy Palmer and Kenden Alfond	0.10 675.0/hr	67.5
КС	Update Chart Updating internal records on status of extensions and initial contact notes for multiple defendants	0.30 675.0/hr	202.5
KC	Correspondence emails with Morgan Lewis	0.20 675.0/hr	135.0
KC	Correspondence Email with counsel for DFA	0.20 675.0/hr	135.0
KC	Phone Opp Atty phone call with Prescott atty	0.30 675.0/hr	202.5
11/19/2020 KC	Review review subpoena documents for DE Shaw	1.00 675.0/hr	675.0
KC	Correspondence emails with Akin concerning subpoena documents	0.30 675.0/hr	202.5
KC	Correspondence emails with Morgan Lewis concerning subpoena documents	0.30 675.0/hr	202.5
JE	Advise entered def counsel into SOAR	0.50 300.0/hr	150.0
11/20/2020 RJR	Conference Analyze potential issues with Goldman Sachs claims and defenses	0.50 675.0/hr	337.5
KC	Correspondence emails with MHH concerning subpoena documents	0.10 675.0/hr	67.5

		Hrs/Rate	Amount
11/20/2020 KC	Correspondence emails with Akin concerning status	0.30 675.0/hr	202.5
11/23/2020 KC	Phone Opp Atty Phone call with counsel for Gothic	0.30 675.0/hr	202.5
11/24/2020 KC	Review review subpoena documents for State Street, prepare redacted versions for production	1.00 675.0/hr	675.0
11/25/2020 KC	Draft partial redaction of Exhibit A to provide to counsel (Bermuda)	0.20 675.0/hr	135.0
KC	Correspondence emails to Akin and Morgan Lewis concerning State Street, other defendants	0.30 675.0/hr	202.5
KC	Correspondence email to Bermuda counsel	0.10 675.0/hr	67.5
KC	Review further review of State Street and DTC underlying subpoena documents	2.00 675.0/hr	1,350.0
11/30/2020 JE	Advise entered def counsel into SOAR	0.30 300.0/hr	90.0
12/1/2020 KC	Phone Opp Atty phone call with Bermuda counsel, review of documents on the same	0.40 675.0/hr	270.0
12/2/2020 KC	File Review continue review subpoena documents underlying Bermuda & follow up email OP concerning the same	0.70 675.0/hr	472.5
KC	Phone Opp Atty phone call with counsel for HBOS	0.10 675.0/hr	67.5
КС	File Review Review State Street data sent by co-counsel, update internal documents, review subpoena documents for State Street and Blackrock	3.50 675.0/hr	2,362.5
KC	Correspondence Emails with Morgan Lewis, Akin	0.40 675.0/hr	270.0
KC	Correspondence Email to Moritt concerning subpoena docs	0.20 675.0/hr	135.0
KC	Correspondence email with Mason/Lockheed counsel	0.10 675.0/hr	67.5
KC	Correspondence emails and phone call with First trust counsel	0.60 675.0/hr	405.0

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		Hrs/Rate	Amount
12/2/2020 KC	Update Chart partially unredact Ex A as to First Trust	0.30 675.0/hr	202.5
12/3/2020 KC	Correspondence Emails with Akin re: case status	0.20 675.0/hr	135.0
12/4/2020 KC	Phone Opp Atty Phone call with Maverick counsel, follow up email	0.30 675.0/hr	202.5
12/7/2020 KC	Correspondence Email with Tisch-related counsel re: extension and case status	0.20 675.0/hr	135.0
12/8/2020 KC	Phone Opp Atty Phone call with Dimensional counsel; follow up email	0.30 675.0/hr	202.5
KC	Correspondence email with Prescott counsel re: extension	0.10 675.0/hr	67.5
LNP	Draft Prepare first Monthly Fee Application	2.00 300.0/hr	600.0
12/9/2020 KC	Phone Opp Atty Phone call with Katten attorneys & email re: timing & extension	0.30 675.0/hr	202.5
12/10/2020 KC	Phone client Phone call with Akin re: litigation	0.30 675.0/hr	202.5
KC	Correspondence Emails with Morgan Lewis re: several defense issues	0.20 675.0/hr	135.0
12/14/2020 KC	Phone Opp Atty Phone call with TX AG	0.20 675.0/hr	135.0
KC	Correspondence Internal emails re: Norges; external email to Norges counsel	0.40 675.0/hr	270.0
KC	File Review Review of Gothic HSP data in document production	0.60 675.0/hr	405.0
KC	Correspondence Email to Gothic HSP counsel	0.20 675.0/hr	135.0
12/15/2020 KC	Correspondence Emails with Akin re: case issues/status	0.20 675.0/hr	135.0
КС	Phone Opp Atty Advise re:Phone call & email with counsel for Bermuda re: extension and underlying issues	0.20 675.0/hr	135.0
KC	Correspondence Emails with Lockheed & Mason counsel	0.10 675.0/hr	67.5
12/17/2020 JS	Conference Telephone conferences with Dean Chapman, David Zensky, Kara Casteel re procedures for consolidation of actions and scheduling potential motions. Discussed various other issues raised by	0.75 800.0/hr	600.0

		Hrs/Rate	Amount
	defendants.		
12/17/2020 VM	Legal Research Advise re: Legal research & internal communications on the same - complaint amendment/multiple defendants	0.50 300.0/hr	150.0
KC	File Review Review answer; internal emails/discussions re: amendment for one defendant	0.20 675.0/hr	135.0
KC	Correspondence Emails with Morgan Lewis re: certain defendants and timing issues	0.20 675.0/hr	135.0
12/18/2020 VM	Legal Research Advise re: Legal research & file review - foreign entity/sovereign immunity issues	4.00 300.0/hr	1,200.0
KC	Draft Review/edit motion, emails with Akin re: same	0.50 675.0/hr	337.5
KC	Draft Further review stipulation, emails with Morgan Lewis re: same	0.20 675.0/hr	135.0
KC	Phone Opp Atty Phone call with MUFG, internal emails/communications re: the same	0.50 675.0/hr	337.5
12/21/2020 VM	Legal Research Advise re: Legal research, file review, and internal communications - foreign entity/sovereign entity	4.00 300.0/hr	1,200.0
KC	Draft Review/edit drafted documents- stipulations and motions	0.50 675.0/hr	337.5
KC	Correspondence Emails/phone calls with Akin and Morgan Lewis	0.60 675.0/hr	405.0
KC	File Review Timonthy F Palmer document review	0.30 675.0/hr	202.5
12/22/2020 KC	Phone Opp Atty Emails with Akin, Morgan Lewis re: stip	0.60 675.0/hr	405.0
KC	Phone Opp Atty Phone call re: stipulation language	0.60 675.0/hr	405.0
12/23/2020 KC	Phone Opp Atty Phone call with Maverick counsel, follow up email	0.40 675.0/hr	270.0
12/28/2020 JS	Review Review and edit fee application.	0.50 800.0/hr	400.0
KC	Draft Review/edit fee application	0.80 675.0/hr	540.0

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		Hrs/Rate	Amount
12/29/2020 KC	Correspondence Emails with Akin and internal re: fee app	0.20 675.0/hr	135.0
12/30/2020 LNP	Draft Finalize first monthly fee application, file and prepare for service.	1.25 300.0/hr	375.0
1/5/2021 KC	Draft Pleading Draft amended complaint for Timothy F Palmer, internal emails re: the same	0.30 675.0/hr	202.5
1/7/2021 KC	Draft Pleading Review/revise motion to consolidate, other related documents, communications with co-counsel concerning the same	1.20 675.0/hr	810.0
1/10/2021 VM	Legal Research Advise re: Legal research & begin drafting motion to extend service of process	6.00 500.0/hr	3,000.0
1/11/2021 RJR	Phone Opp Atty Telephone call with counsel for MUFG Union Bank	0.10 675.0/hr	67.5
RJR	Draft Pleading Revise and edit motion to extend deadline for service	0.70 675.0/hr	472.5
VM	Legal Research Advise re: Continued legal research & drafting motion to extend service of process	5.00 500.0/hr	2,500.0
KC	Correspondence Emails with co-counsel concerning subpoenas	0.20 675.0/hr	135.0
1/12/2021 JH	Miscellaneous Filed amended complaint and prepped/sent for service.	0.50 300.0/hr	150.0
KC	Draft Finalize motion to extend time, proposed order, internal comments re: the same	0.50 675.0/hr	337.5
1/13/2021 KC	Update Chart Budgeting/admin tasks/internal communications	0.50 675.0/hr	337.5
1/14/2021 JS	Conference Internal conference with K. Casteel, R. Redding and V. Manfredonia on consolidation motion, foreign service issues, and claims and defenses raised by certain defendants.	0.50 800.0/hr	400.0
KC	Correspondence Emails with FTI re certain defense issues	0.20 675.0/hr	135.0
1/15/2021 KC	Correspondence Emails with Kenden Alfond's counsel re: extension	0.10 675.0/hr	67.5

			Hrs/Rate	Amount
1/18/2021	RJR	Phone client Investigate Maverick claim; telephone conference with Akin and MIII regarding claims against Maverick	0.50 675.0/hr	337.5
	KC	File Review File review of new counsel for certain defendants, updating internal records with updated contacts, etc., discussions with co-counsel recertain defendants	0.70 675.0/hr	472.5
	JH	Miscellaneous Entered return mail and reviewed for re-service.	0.50 300.0/hr	150.0
	KC	File Review Review PNC subpoena documentation, emails re: same	0.30 675.0/hr	202.5
	RJR	Phone client Confer with Akin and FTI regarding Maverick defendants	0.20 675.0/hr	135.0
1/19/2021	KC	Review Initial review of MTD; emails with co-counsel, emails to opposing counsel re: the same	0.60 675.0/hr	405.0
	RJR	Miscellaneous Analyze motions to dismiss filed by public shareholders; note possible responses	1.60 675.0/hr	1,080.0
1/20/2021	KC	Review Initial review of joinders; emails with co-counsel	0.30 675.0/hr	202.5
	KC	Phone Opp Atty phone call with Maverick counsel	0.10 675.0/hr	67.5
	RJR	Review Review and analyze motions to dismiss filed by Non-Insider Defendants and joinders to the same	1.20 675.0/hr	810.0
	RJR	Legal Research Analyze arguments and draft preliminary responses to arguments raised in Non-Insider Defendants motion to dismiss	1.60 675.0/hr	1,080.0
	JE	Miscellaneous Updated defense counsel information in SOAR	0.50 300.0/hr	150.0
	KC	Correspondence Emails with Akin and Morgan Lewis re: consolidation order	0.20 675.0/hr	135.0
	RJR	Draft Pleading Outline response to motions to dismiss	1.30 675.0/hr	877.5
1/21/2021	KC	Correspondence Draft email & communications with ML re: MTD and consolidation	0.30 675.0/hr	202.5
	KC	Phone client Phone call with Akin re: MTD and consolidation	0.80 675.0/hr	540.0

		Hrs/Rate	Amount
1/21/2021 KC	Legal Research Internal review re: response deadlines	0.20 675.0/hr	135.0
1/22/2021 KC	Phone Opp Atty Phone call with ML	0.10 675.0/hr	67.5
KC	Correspondence email with QIT2 counsel, unredact Ex A	0.20 675.0/hr	135.0
1/24/2021 JS	Conference Conference call with J David, M Boey, W. Sabin representing defendants, K. Casteel, David Zensky and D. Chapman re draft Stipulation.	0.60 800.0/hr	480.0
1/25/2021 KC	Draft Pleading Edits to consolidation motion, emails with co-counsel and ML concerning consolidation and counsel contact info	1.00 675.0/hr	675.0
RJR	Draft Pleading Begin drafting response to motions to dismiss	2.40 675.0/hr	1,620.0
1/26/2021 JE	Miscellaneous Updated defense counsel information in SOAR	0.20 300.0/hr	60.0
KC	Draft Pleading Further edits to consolidation motion, further emails with co-counsel and ML concerning consolidation and counsel contact info	1.50 675.0/hr	1,012.5
KC	File Review Review of TX AG communications and documents, underlying subpoena documents concerning the same; internal discussions	1.20 675.0/hr	810.0
1/27/2021 KC	Correspondence further communications with co-counsel and ML re: consolidation motion	0.50 675.0/hr	337.5
KC	Correspondence emails with Morritt re: certain subpoena recipients and info requests	0.30 675.0/hr	202.5
КС	File Review Continuing file review of Texas Retirement System defendant documents, emails concerning the same	2.00 675.0/hr	1,350.0
1/28/2021 JH	Miscellaneous Researched new addresses and requested new summons in order to re-serve cases.	0.58 300.0/hr	175.0
КС	Phone Opp Atty Meet & confer with defendants in both actions re: revised proposed order	0.80 675.0/hr	540.0
КС	Draft Pleading Further edits to proposed order based on meet & confer; emails concerning the same	0.30 675.0/hr	202.5

			Hrs/Rate	Amount
1/29/2021 I	RJR	Draft Pleading Continue creating response to motions to dismiss	1.90 675.0/hr	1,282.5
I	LNP	Draft Draft, File and Serve Monthly Fee Application.	1.00 300.0/hr	300.0
2/1/2021 、	JH	Miscellaneous Prepped service documents for re-service and filed documents with the Court.	1.08 300.0/hr	325.0
2/3/2021 I	KC	Correspondence Emails wth Akin and ML re: consolidation motion	0.40 675.0/hr	270.0
I	KC	Phone Opp Atty Phone call with TX AG	0.20 675.0/hr	135.0
2/4/2021 I	KC	Draft File review & draft and email status report to the client and discuss specific issues re: TX AG and Maverick defendants	0.70 675.0/hr	472.5
I	KC	File Review File review in Preparation and assembly of for MTD analysis	1.00 675.0/hr	675.0
I	KC	File Review File review underlying subpoena documents re: number of shares for Exhibit A	1.00 675.0/hr	675.0
I	KC	Correspondence Emails with Maverick counsel	0.20 675.0/hr	135.0
2/5/2021 \	VM	Legal Research Advise re: Legal research, file review, and internal communications - 546(e) issue	3.00 500.0/hr	1,500.0
2/7/2021	RJR	Draft Pleading Continue analysis of case law for Motion to Dismiss response; apply cases to arguments in response	2.40 675.0/hr	1,620.0
`	VM	Legal Research Advise re: Continued legal research & file review - 546(e) issue	3.00 500.0/hr	1,500.0
2/8/2021	RJR	Draft Pleading Continue creating responsive pleading to motions to dismiss; perform follow-up legal research regarding the same	6.40 675.0/hr	4,320.0
`	VM	Legal Research Advise re: Continued legal research & internal communications - 546(e) issue	5.00 500.0/hr	2,500.0
I	KC	Legal Research Case research, review MTD issues and review all filed documents	4.00 675.0/hr	2,700.0
2/9/2021	JE	Miscellaneous created and filed dismissal notice for 5 defendants	1.00 300.0/hr	300.0

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			Hrs/Rate	Amount
2/9/2021 \	VΜ	Review Advise re: Edited omnibus response & internal communications	1.00 500.0/hr	500.0
ŀ	KC	Draft Pleading case research/review MTD issues cont'd., review & make drafting and edits to response to MTD	2.00 675.0/hr	1,350.0
2/10/2021 F	RJR	Draft Pleading Revise omnibus response to motions to dismiss; review changes provided by J. Steinfeld and K. Casteel	1.70 675.0/hr	1,147.5
J	JS	Draft Review and revise Draft Response to Motions to Dismiss. Emails from and to K. Casteel and R. Redding.	1.50 800.0/hr	1,200.0
J	JS	Draft Review and revise Draft Response to Motions to Dismiss. Emails from and to K. Casteel and R. Redding.	1.50 800.0/hr	1,200.0
J	JS	Review Review draft of Opposition to Motion to Dismiss. Made suggested changes comments on redline. Emails and phone calls to R. Redding and K. Casteel.	1.50 800.0/hr	1,200.0
ŀ	KC	Draft Pleading continue research, drafting and edits to response to MTD	5.00 675.0/hr	3,375.0
2/11/2021 k	KC	Draft Pleading Review additional internal revisions to MTD response	0.50 675.0/hr	337.5
2/14/2021 F	RJR	Review Review changes to response to motion to dismiss	0.90 675.0/hr	607.5
2/15/2021 F	RJR	Draft Pleading Review Akin changes to motion to dismiss response	2.20 675.0/hr	1,485.0
ŀ	KC	Draft Draft stipulation for briefing schedule	0.80 675.0/hr	540.0
ŀ	KC	Review Review co-counsel comments concerning response to MTD	0.20 675.0/hr	135.0
2/16/2021 J	JH	Miscellaneous Advise re: Advise re: prepped amended complaint to file with the Court, filed with the Court and requested second summons from Court in order to re-serve.	0.75 300.0/hr	225.0
J	JE	Miscellaneous Drafted stipulation to dismiss; updated SOAR; filed document on the docket.	0.50 300.0/hr	150.0
F	RJR	Conference Conference with Akin regarding motion to dismiss response.	0.40 675.0/hr	270.0

			Hrs/Rate	Amount
2/16/2021	KC	Draft Pleading Continue review and edits of response to MTD after co-counsel commentary	2.70 675.0/hr	1,822.5
	KC	Phone client phone call co-counsel concerning MTD	0.40 675.0/hr	270.0
	KC	Correspondence Emails to ML re briefing stip and document sharing status	0.30 675.0/hr	202.5
	KC	Review Internal discussions/review docs re: amend name of defendant HSBC Bermuda Bank	0.20 675.0/hr	135.0
2/17/2021	RJR	Draft Pleading Integrate changes to motion to dismiss response	1.60 675.0/hr	1,080.0
	KC	Draft Pleading Continue review and edits of response to MTD after co-counsel commentary	2.30 675.0/hr	1,552.5
	KC	Draft Pleading draft declaration in support of response to MTD, Exhibit A	0.50 675.0/hr	337.5
	KC	File Review Review objections to motion to consolidate adversary proceedings	0.50 675.0/hr	337.5
2/18/2021	RJR	Draft Pleading Review changes to motion to dismiss response	0.40 675.0/hr	270.0
	KC	File Review continue review of objections to motion to consolidate	1.30 675.0/hr	877.5
	KC	Draft Pleading begin draft response to objections to motion to consolidate	3.50 675.0/hr	2,362.5
2/19/2021	JS	Review Review final draft of briefing opposition to motion to dismiss. Suggested changes. Telephone call to client concerning with Kara Casteel re changes. Telephone call to client concerning with David Zensky of Akin.	1.50 800.0/hr	1,200.0
	LNP	Draft Pleading Finalize, file and serve Response to Motions to Dismiss	0.50 300.0/hr	150.0
	RJR	Draft Pleading Review and sign declaration to motion to dismiss response	0.20 675.0/hr	135.0
	KC	Draft Pleading Finalize final edits to response to MTD	2.70 675.0/hr	1,822.5
	KC	Draft Pleading continue drafting reply brief to motion to consolidate	7.00 675.0/hr	4,725.0

		-	Hrs/Rate	Amount
2/21/2021 F	KC	Draft Pleading Review draft of reply brief for consolidation after commentary from co-counsel and make edits	1.80 675.0/hr	1,215.0
2/22/2021	JH	Miscellaneous Prepped for re-service of HSBC Bank Bermuda Limited amended complaint and second summons and filed Certificate of Service with the Court.	0.42 300.0/hr	125.0
l	LNP	Preparation Finalize, File and Serve Reply to Objections related to the Motion to Consolidate.	0.50 300.0/hr	150.0
ŀ	KC	File Review Review subpoena production re: HSBC Bank of Bermuda, emails to co-counsel on production	0.40 675.0/hr	270.0
ŀ	KC	Phone Opp Atty Phone call HSBC Bank of Bermuda	0.20 675.0/hr	135.0
ŀ	KC	File Review Preparation and assembly of for hearing on motion to consolidate	3.00 675.0/hr	2,025.0
ŀ	KC	Phone client Phone call with co-counsel on motion hearing	0.70 675.0/hr	472.5
2/23/2021	JS	Court Sears Shareholder- Motion to Consolidate Hearing Attend. Telephone call to client concerning with K Casteel after hearing to review Judge's decision	2.00 800.0/hr	1,600.0
ŀ	KC	Court Attend telephonic hearing on motion to consolidate	1.70 675.0/hr	1,147.5
2/24/2021 F	KC	Draft Pleading Review hearing notes on edits for proposed consolidation order, review proposed edits, provide further editing	0.30 675.0/hr	202.5
2/26/2021	JE	Miscellaneous Filed stipulation to dismiss and updated SOAR.	0.20 300.0/hr	60.0
F	For pr	ofessional services rendered	281.42	\$166,529.2

Exhibit C

Itemized Expenses

Disbursement Activity	Amount
Computerized Legal Research - Westlaw	\$6,623.94
Computerized Research – Other	\$2.00
Photocopies	\$290.20
Postage	\$725.20
Telephone	\$4.52
Court Fees	\$350.00